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WHAT IF...™

CABLE HAD DESTROYED THE X-MEN?

**PART ONE
OF TWO!**

**30TH
ANNIVERSARY
1962 - 1992**



**THE AMAZING
SPIDER-MAN**

TAVERN-ON-
THE-GREEN-IN
NEW YORK'S
CENTRAL PARK...

-- PERHAPS IF WE ARRANGE
TO HAVE HANK JOIN
THE AVENGERS ONCE MORE.
THE POSITIVE VISIBILITY
WOULD BE WELCOME.

YOU REALLY THINK
THAT'S NECESSARY,
PROFESSOR?

WE LIVE ON
A RAZOR'S EDGE
OF PUBLIC
TOLERANCE,
SCOTT.

MUTANTS ARE
TOO SCARED OF
LATE -- TOO EMBROILED
IN OUR OWN
CONCERNS.

NEVER HAS
THIS BEEN MORE
DANGEROUS, IF
WE DO NOT --

SHREEEEEEEE

TH-THAT NOISE--
AGONIZING--!

IT'S AIMED AT US, JEAN!
IT'S CONSTANTLY-CHANGING SONIC
FREQUENCY PREVENTS US FROM
CONCENTRATING-- FROM USING
OUR MENTAL POWERS!

BUT WHY,
PROFESSOR--?!

SCOTT SUMMERS WOULD
KNOW THE ANSWER TO
HIS QUESTION IF HE WAS NOT
DISTRACTED FROM SEEING
THE SECOND PROJECTILE--

-- COMES TO REST
BY HIS FEET --

SKASH

-- WHICH SKIMS
THROUGH THE
RESTAURANT --

-- AND --

WHRA-BRAMM!



MINE IS
THE POWER--AND
THE RESPONSIBILITY--
TO RESERVE ALL THAT
HAS BEEN, ALL THAT
WILL BE.

BUT MORE
I ALSO WATCH WHAT
MIGHT HAVE BEEN,
IN THE NUMBERLESS
ALTERNATE REALITIES
WHERE THE EVENTS
OF HISTORY DIVERGED
FROM THOSE
YOU KNOW.

THIS IS ONE
SUCH REALITY--
WHERE EVENTS WILL
UNFOLD THAT HAVE ~~GRAVE~~
CONSEQUENCES FOR
THE BAND OF MUTANTS
KNOWN AS THE X-MEN,
AND INDEED FOR
THE EARTH ITSELF.

FOR THIS
REALITY HOLDS
THE ANSWER TO
THE QUESTION...

Stan Lee
PRESENTS:

WHAT IF CABLE HAD DESTROYED THE X-MEN?

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LOOK!
THAT MAN--
HE'S BOMBING
THE SCENE!

HE MUST
BE THE BOMBER!
BUT WHY--WHY
WOULD SOMEONE
DO THIS?

FOR THE ANSWER TO THAT QUESTION, WE MUST DELVE INTO THIS REALITY'S RECENT PAST--

IN THE WORLD YOU KNOW, HE WAS CAPTURED BY ALIEN SKRULLS AND USED AS A WEAPON AGAINST THE SKULL CLAN OF HIS BELOVED LILANDRA.

-- TO A TURNING POINT IN THE LIFE OF PROFESSOR CHARLES XAVIER, FOUNDER OF THE UNCANNY X-MEN.

IN THIS REALITY, HE ESCAPES AND DECIDES TO ABSENT HIMSELF FROM THE IMPERIAL POWER STRUGGLE BY RETURNING TO EARTH EARLY.

HE FINDS HIS FORMER CHARGES IN DIRE STRAITS.

HE USES HIS UNPARALLELED MENTAL POWERS TO REPAIR AS MUCH OF THE DAMAGE AS HE CAN.

"NAVON, A VICTIM OF GENOSHAN BRAIN-WASHING-- DAZEL AND COLLEUS AMNESIACS--

-- THE MANSION DESTROYED-- ROGUE AND LONGSHOT MISSING-- STORM REGRESSED TO CHILDHOOD--

-- THE ONCE-PROUD X-MEN FORCED TO Huddle IN AN UNDERGROUND RUIN--

"-- A PSYCHIC INTRUDER WORKING ITS WAY INTO THE MINDS OF THOSE OF MUIR ISLE --

-- THIS IS HOW YOU PROTECT MY LEGACY? --

"-- BANDS OF MUTANT TERRORIST ROAMING VIRTUALLY UNCHECKED--



WOLF! BIG TALK FROM A GUY WHO COULDN'T BE BOTHERED TO STAY ON THIS PLANET!

YOU TELL 'IM, WOLVIE!

SHN JUBILEE!

OF ALL THE INSULTING--!

TROUBLE IS, PSYLOCKE-- HE'S RIGHT.

I THOUGHT I COULD TRUST YOU TO CARRY ON IN MY ABSENCE, BUT I WAS CLEARLY WRONG. THAT MAY BE A HARD JUDGMENT TO HEAR--

--BUT WE ARE LONG PAST TIME FOR APOLOGIES.

YOU HAVE ALLOWED EVENTS TO SPIRAL OUT OF CONTROL-- ALLOWED OUR ENEMIES TO PAINT US AS VILLAINS AND WORSE-- AND TAKEN NO ACTION TO STOP IT!

I'D LIKE TO HAVE SEEN HIM DO BETTER!

SECONDED, DRAKE!

ARE YOU BLIND TO THE TRUTH OF OUR SITUATION?

FOR EVERY DAMAGING ACT PERPETRATED BY MUTANTS, WE MUST SHOW HUMANITY-- IMMEDIATELY AND DRAMATICALLY--

--THAT WE ARE CAPABLE OF HELPING THEM AS WELL AS OURSELVES WITHOUT FAIL.

YOU HAVE LET US SLIP SO FAR, BACKWARD-- RECOVERY MAY NOT BE POSSIBLE!

IT WASN'T LIKE WE WERE SITTING AROUND TWIDDLING OUR THUMBS!

YEAH!

THE ASSEMBLED MUTANTS GRUMBLE AMONG THEMSELVES AT XAVIER'S CRITICISMS.

-- BUT NO ONE STEPS FORWARD TO CHALLENGE HIM DIRECTLY, UNTIL --



THAT'S A CROCK, XAVIER--AND DEEP DOWN, EVEN YOU KNOW IT!

CABLE!



IT'S YOUR HYSTERICAL DEVOTION TO AN IDEAL THAT'S DOOMING THE MUTANTS!

IT'S TIME WE STOPPED BEING LIKE ANIMALS' PETS--AND TOOK A STAND FOR OURSELVES!

CABLE, I CONSIDER YOU AS MUCH A MENACE AS MAGNETO. EVERY TIME YOU TAKE PUBLIC ACTION, YOU SET THE MUTANT CALIBE BACK ON TRACKS.



ACCORDINGLY, I AM REVOKING YOUR STEWARDSHIP OF THE NEW MUTANTS--EFFECTIVE IMMEDIATELY!



WHAT--?

YOU CAN'T DO THAT, SIR!

CABLE STUCK BY US--AFTER THE X-MEN AND X-FACTOR BOTH DESERTED US!

WE'RE NOT GOING TO DESERT HIM NOW.



THERE'S NO TIME FOR THIS--WE MUST NOT PROVIDE A DIVIDED FRONT!

X-MEN-- IF CABLE WILL NOT SURRENDER, TAKE HIM BY FORCE!



EASY, WOLVERINE. NO FIGHTING UNLESS WE HAVE TO.

SNIKT!

WHAT DO WE
DO, CABLE?

THEY CALLED
THIS FIGHT "RICTOR."
RICTOR.

WE'RE LEAVING.
ANYONE GETS IN
OUR WAY--

--GO
THROUGH
THEM!

IN MOMENTS,
THE BATTLE IS JOINED.

WE DON'T WANT
TO HURT YOU,
CANNONBALL!

YE'D DO BEST
TO WATCH OUT
FOR YOURSELF,
ARCHANGEL!

TAKE
THAT
COPYCAT!

I HAD
THIS LOOK
FIRST!

BUT FOR ALL
THE X-MEN'S
NUMERICAL
SUPERIORITY--

--THEY HOLD
BACK.

WHETHER THEY DO
SO OUT OF
LIVELINESS
TO HARM FRIENDS--

--THE RESULTS
ARE
THE SAME.

WE'RE
CLEAR!

INTO THE
WORLOCK
TUNNELS--
ALL OF
YOU!

--OR SYMPATHY
FOR THE NEW MUTANTS'
POSITION--

SIR-- IF MAGUE AND
THE MORLOCKS ARE--

WORRY ABOUT
WHAT'S IN FRONT
OF YOU WHEN YOU
KNOW THERE'S
SOMETHING TO
WORRY
ABOUT, BOY!

WE *KNOW*
WE'VE GOT
HOSTILES
BEHIND US!

I'LL BRING DOWN
THE ENTRANCE
TO THE TUNNEL--
& COVER
OUR RETREAT!

YES,
SIR!

BUT AS THE NEW
MUTANTS FLEE INTO
DARKNESS--

CABLE! IF I
HAVE TO SHUT DOWN
YOUR MIND--

KNOW *THIS*, CABLE. I WILL MAKE IT
A *PRIORITY* TO TAKE YOU DOWN--
TO FREE THOSE CHILDREN FROM
YOUR INFLUENCE!

FINE, AND I'LL DO
WHAT I *HAVE* TO DO TO FIGHT
FOR MY CAUSE.

YOU
WAIT A
WAR--

--YOU'LL
GET
A WAR!

NO!
I'VE GOT
THE WILL, XAVIER! I
CAN RESIST YOU!

GET--OUT--
OF MY
HEAD!

LOOKS LIKE CABLE'S
A TOUGHER NUT
TO CRACK THAN
CHARLEY THOUGHT!

PUT A
SOCK IN IT,
LOGAN.

DO NONE OF
YOU UNDERSTAND?
HAVE I SPENT MY LIFE
TEACHING YOU-
IN VAIN?!

WE MUTANTS
SURVIVE ONLY
BY HUMANITY'S
SUFFERANCE--FOR
ALL OUR POWER SHOULD
THEY TURN AGAINST US,
WE ARE *DOOMED*.

AND YET
YOU *CONTINUE*
TO ACT
AS IF--!

UHHN!

IS IT REALLY
SO BAD TO LET
THE NEW MUTANTS
STAY WITH CABLE,
PROFESSOR?

THEY
HAVEN'T
BEGUN
DOING
SO--

SIGH:
SCOTT,
JEAN--
ATTEND
ME.
WE
MUST
PLAN.

WHAT ARE YOU
GOING TO DO,
CABLE?

MY WORLD IS MADE UP OF *ALLIES*
AND *ENEMIES*. CANNONBALL, NOTHING
IN BETWEEN.

IF XAVIER WANTS
TO BE TREATED AS
AN *ENEMY*, THAT'S
FINE WITH ME.

THE FIRST THING TO DO WHEN
YOU FACE WITH AN ENEMY THAT
GIVES YOU NO WARNING IS TO CAUSE
CONFUSION IN THEIR RANKS--

--AND
BELIEVE
ME--

-- I KNOW *JUST*
HOW TO DO THAT.

WE HAVE
ALREADY SEEN
WHAT HAPPENS
NEXT.

IN THE WAKE OF THE DEATHS
OF PROFESSOR XAVIER,
CYCLOPS AND MARVEL GIRL,
EARTH'S MUTANT HEROES
GATHER **ONCE MORE.**

MANY OF THEM DID NOT UNDERSTAND
XAVIER'S ABILITY ON HIS RETURN
TO EARTH, BUT THAT LESSENS THEIR
FEELINGS FOR HIM NOT A BIT.

THEY COME
TO HONOR **THREE**
GREAT SOULS WHO
LED THEM, CARED
FOR THEM, LIVED
WITH THEM AND
DIED FOR THEM.

THEY COME
OUT OF
RESPECT--

--AND FOR A COUNCIL
OF WAR.

YOU ALL SAW
THE NEWS REPORTS--
HEARD WHAT
THE **SENTINELS**
SAID, IT WAS
CABLE.

WE FIND
HIM.

HE DIES.
END OF
STORY.

I DISAGREE,
WOLVERINE.

PROFESSOR
XAVIER--SCOTT--
JEAN--THEY WERE
OUR **DEAREST**
FRIENDS, BUT THEY
WOULD NEVER WANT
TO SEE **BLOOD**
SHED IN THEIR
NAMES.

CABLE
MUST **PAY.**
YES.

--BUT OUT OF
JUSTICE, NOT
VENGEANCE.

WE MUST
BRING HIM
IN--**ALIVE.**

I CAN'T GO ALONG
WITH THAT, STORM.

HOW CAN YOU
TALK OF JUSTICE--?
JEAN, SCOTT AND
THE PROFESSOR WERE
FAMILY TO US--AND
THAT PSYCHO
KILLED THEM!

BUT
ARCHANGEL--

NOT THE BEAST,
ANYWAY.

NO SLAPS ON
THE WRIST THIS TIME.
CABLE DIES.

YOU SAID IT, WARREN, X-FACTOR
STANDS WITH
WOLVERINE.

NOT ALL
OF THEM.

I'M ASTORN
UP ABOUT
THIS AS
ANYONE--

--BUT MURDER--
EVEN IN THE NAME
OF RETRIBUTION--
WAS NEVER
THE PROFESSOR'S
WAY.

I'M WITH
STORM.

AND SLOWLY,
SILENTLY, GRIMLY--
THE INDIVIDUAL
MUTANTS MAKE
THEIR CHOICES.

THEY DRIFT TO ONE
SIDE OR THE OTHER--
TO STORM'S CAMP
OR WOLVERINE'S--

--NOT SPEAKING, NOT
MEETING THE EYES
OF THEIR COMRADES--

--UNTIL--



BUT SHE
DOES NOT GET
THE CHANCE.

FOR IT IS NOT ONLY
THE MUTANT **HEROES**
WHO ARE DRAGGLED
AFFECTED BY THE DEATHS.
WHERE THE X-MEN AND
THEIR ALLIES SEE
TRAGEDY--

-- THEIR ENEMIES
SEE
OPPORTUNITY!



SOON, STORM'S
FOLLOWERS ARE
FIGHTING TO
PREVENT A
GENOSHAN
INCURSION INTO
UNITED STATES
TERRITORY--

BUT THE X-MEN CANNOT BE EVERYWHERE--
AND THE FORCES OF CHAOS AND DESTRUCTION
ARE MANY...

**STRIKE,
AVENGERS!**

THE SCARLET
WITCH MUST
BE **FREED!**

THIS IS
AMERICA
YOU FASCIST!
YOU'VE GOT NO
RIGHT TO SPREAD
YOUR HATRED
HERE!

WE HAVE
THE RIGHT TO DO
WHAT **EVER** WE
WANT-- WHEN
IT COMES TO
BUSHMAN
CRATINGS
LIKE YOU!

NEVER
ASGARCIAN!
SHE-- AND IN TIME,
ALL MUTANTS--
SHALL SERVE
APOCALYPSE--

-- JUST AS
SURELY AS DO
MY **WINGS** OF
THE STORM!

IN MANHATTAN, THE MUTANT TERRORISTS
KNOWN AS FENRIS STRIKE--

SHOCKED?
ANGRY?
BITTER?

YOUR HOMES
DESTROYED?
FRIENDS DEAD
OR WOUNDED?

BLAME IT
ON THE X-MEN,
KUMAMU!
ULTIMATELY--

--THIS IS
THEIR
DOING!

--AND PREDICTABLY, INEVITABLY,
THE FLAMES OF RAGE AND FEAR ARE
FANNED INTO AN INFERNO!

N-NO-- PLEASE--

WE'VE NEVER
HARMED YOU--

WH-WHY
WON'T YOU
LEAVE US
A-ALONE?!

YOU'RE
MUTIES,
FREAK--

-- THAT'S
CRIME
ENOUGH!

IT HAPPENS
AROUND
THE GLOVE--

HAAH! NOW IS
THE TIME, MY LOYAL
TROOPS!

NOW IS THE TIME FOR
ZALADANE TO
EXTEND HER EMPIRE
BEYOND THE BORDERS
OF THE SAVAGE
LAND!

THESE
PATHETIC POOLS
FALL BEFORE
OUR MIGHT--

--BUT THEY
ARE ONLY
THE FIRST!

--IN THE STREETS OF NEW YORK--

YOUR INACTION IN THE CAUSE OF MUTANT FREEDOM BRANDS YOU ENEMIES OF THE CAUSE, FANTASTIC FOUR--

--AND THE MUTANT LIBERATION FORCE SENTENCES YOU TO DEATH!

AN-AH! BACK TO YOUR HIDEY-HOLES, MORLOCKS! THE GUMMINT IS PAYIN' US TO KEEP THESE PEOPLE SAFE--

--AN! IF WE GET TO BUST YOUR HEADS POIN' IT-- THAT'S JUST A *SONA*!

YOU'RE FOOLS, BLOB-- ALL OF YOU!

THESE SHEEP YOU GUARD HATE AND FEAR YOUR *ARMED* FORCE JUST AS MUCH AS THEY DO US!

--AND IN THE SHADOWED CORRIDORS OF POWER--

THE GOVERNMENTS OF FRANCE, EGYPT AND COLOMBIA HAVE BEEN *DESTABILIZED* BY ANTI-MUTANT RIOTING, SAUL.

IF WE MOVE NOW-- CONSOLIDATE OUR POWER--

YEAH?

WELL, BEFORE YOU DO US IN, *STRYFE*, YOU GOTTA TELL ME--

-- DOES DOC DOOM KNOW YEEH RACIN' HIS WARDROBE?

--THE EXTERNALS WILL RIDE THIS WAVE OF VIOLENCE TO UTTER VICTORY!

AND STILL THE RIPPLES SPREAD

THE SHADOW KING
BASKS IN THE RAMPANT
HOSTILITY AND FEAR--
AND HIS LEGION
OF CORRUPTED
SLAVES GROWS.

SEBASTIAN
SHAW SEEKS
ADVANTAGE--

I SMELL
MONEY,
TESSA!

GET ME THE
PRESIDENT--

MR. SINISTER
WIRENS HIS
AMBITIONS--

NASTY BOYS--
BRING ME THE HEADS
OF ROXXON OIL,
THE F.C.B. AND
THE BOY SCOUTS
OF AMERICA.

AND TO THINK
I WAS GOING
TO LIMIT MYSELF
TO CONTROLLING
A SAVAGE
SENATOR--!

--IT'S TIME
WE TALKED
ABOUT PROJECT:
WILLOW WIRE
ONCE MORE.

BUT BEYOND ALL THE SCHEMES AND THE VIOLENCE,
THERE IS THE MASS OF HUMANITY--

I ALWAYS SAID
MUTANTS WERE
JUST PEOPLE--
LIKE ANYONE
ELSE.

BUT NOW,
WELL...

I SAY
KILL 'EM
ALL!

PUT A BOUNTY
ON THEIR HEADS--
WE'LL HUNT
'EM DOWN! TAKE
BACK HIS
WORLD FOR
REAL FOLKS!

--IS BEING PUSHED TO
THE BREAKING POINT.

--A HUMANITY
WHOSE DIGNITY,
INDEPENDENCE
AT BEST--

PEACE,
ONCE LOST, IS
NOT EASILY
REGAINED.

THEY
KILLED HIM--
THEY KILLED
MY SON!

WHY WON'T
SOMEBODY DO
SOMETHING?

AND WHERE ARE
THOSE WHO ONCE
SAFEGUARDED
THAT PEACE?

THE ONCE-DERELICT BASE OF
THE MUTANT-HUNTING SENTINELS,
IN THE ADIRONDACK MOUNTAINS...

SO SUNSPOT'S
GONE.
WHO CARES?

DOMINO HERE'S WORTH FIVE OF THAT
LITTLE QUITTER--MAYBE TEN.

MAYBE
TWENTY.

GLAD TO
HAVE YOU
ABOARD,
MA'AM.

YOU WON'T
SAY THAT
AFTER ONE OF
MY TRAINING
SESSIONS--
BUT THANKS.

ANYONE ELSE
WANT TO PERFECT
RICKTOR'S BOOM?
BOOM?

WE'RE
STICKING,
CABLE. WE DON'T
DO ANYONE
MURDER--

--NOT EVEN YOURS, BUT ONCE
THIS TURMOIL IS OVER, WE'RE GOING
TO HAVE US A LITTLE--

SHRUBRAM!

I KNEW IT!

WHEN THE
MINI-CEREBRO
PICKED UP
READINGS
THROUGH
THIS PLACE'S
CRACKS--
SHIELDS--

ENOUGH
TALK HAVOK!
WE FOUND 'EM!
AN' THAT
MEANS--

--IT'S
PAYBACK
TIME!!

COMPUTER!
BODY SLIDE BY SIX!
COORDINATES---

FORGET IT, MURDERER!
I DON'T KNOW WHAT THAT
JABBER MEANS---

--BUT THAT
COMPUTER JUST
CRASHED!

FORMATION
"G", TEAM!

TAKE 'EM
HARD AND FAST--
AND PROTECT
CABLE!

WHAT IS
IT, SAM?

--A SINGLE
LITTLE FIGURE
IS
THROUGH!

WHAT
KIND OF HOLD
DOES CABLE
HAVE OVER YOU?
TELL US, SO
WE CAN--

DON'T WASTE
YOUR BREATH, ARCHANGEL!
IT'S DRUGS, OR BRAINWASHING--
MAYBE SOME SORT OF MUTANT
CHARISMA POWER--

THEY'RE
GOOD, CABLE--
THEY SHIELD
YOUR COWARDLY
BUTT LIKE
PROS.

BUT I'M
BETTER AND
NOW--

--IT'S YOU
AND ME--TO
THE DEATH!

MAYBE WE
JUST DON'T LIKE
BEING TREATED LIKE
BABIES-- LIKE WE'RE
NOT FIT TO MAKE OUR
OWN CHOICES!

EVER THINK
OF THAT, YOU WINJA
TRAMP?

BUT AS THE MELEE
ERUPTS IN BARNES--

ANY
TIME,
LOGAN!



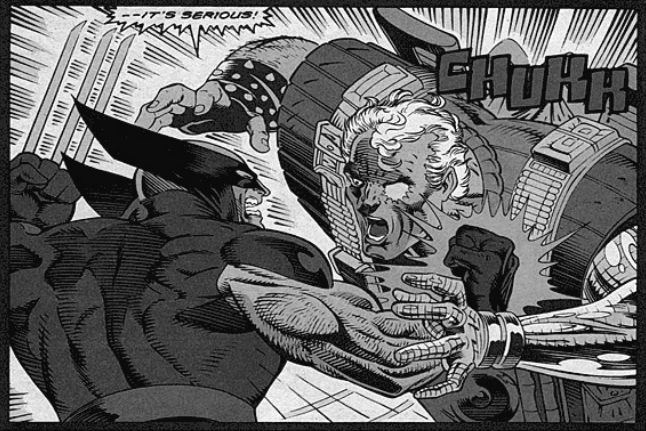
"--AND THE MAINEVENT'S OUT OF OUR HANDS!"



WE'VE BEEN DOING THIS OFF AND ON, FOR YEARS, WOLVERINE! BUT NO ONE EVER WINS!

WE'RE JUST TOO WELL MATCHED!





WHAT A
BLINCH OF
AMATEURS...

XAVIER WAS...
A WIMP... BUT HE
WAS WORTH... THE LOT
OF YOU... PUT
TOGETHER...



SHUT UP! YOU'RE
NOT FIT TO--

WHAT ARE
YOU... GONNA DO...?
KILL ME?



XAVIER... AT LEAST
HAD... THE COURAGE
OF HIS CONVICTIONS...
BUT YOU...

...YOU LET PERSONAL
FEELINGS... GET IN
THE WAY... OF THE JOB...

...AND THE X-MEN...
ARE... PAYING
THE... PRICE...



DEAD
BUT WHAT
DID
HE MEAN--



"--IT'S TIME FOR
THE NEXT DANCE!"

PATNETIC.

WEAK.
EXHAUSTED.
BEATEN.

FOR THE GLORY
OF ZALAGANE,
MY SWAMP MEN--

--SLAY
THEM!

TAKE HEART,
X-MEN! WE HAVE
DEFEATED
ZALAGANE
BEFORE--

--WE CAN
SURELY DO
SO AGAIN!

ACTUALLY,
STORM--DIDN'T
ZALAGANE PRETTY
MUCH HAND YOU
YOUR HEADS
THE LAST TIME?
AND BY THE WAY--
SHE'S NOT
ALONE.

FENRIS
IS WITH
HER!

SHAVAHM

AS IS THE HELLFIRE
CLUB!

AN' WE AIN'T
GIVIN' UP--
TILL YOU'RE
ALL DEAD!

OH
FABULOUS!

ANYBODY
GOT ANY BAD
NEWS?!

THE X-MEN ARE BELEGGED FROM ALL SIDES. THEIR COURAGE HAS BEEN GREAT. THESE LAST WEEKS, AND THEIR TENACITY UNMATCHED.

BUT THEY CANNOT GO ON FOREVER.

NO! DON'T GIVE IN! WE CAN DO IT--

--WE ARE THE X-MEN!

THEY ARE TOO MANY, STORM--

--AND I FEAR TOO WEAK!

STORM'S UNQUENCHABLE SPIRIT HAS KEPT THE TEAM TOGETHER FAR BEYOND THE LIMITS OF PHYSICAL AND EMOTIONAL ENDURANCE.

BUT IN THE END--

--IT'S NOT ENOUGH.

THE BROTHER/SISTER TEAM CODE-NAMER FERRIS POSSESSES THE POWER TO PROJECT BEAMS OF DEVASTATING ENERGY WHILE IN PHYSICAL CONTACT WITH EACH OTHER.

THEY BLAST THE BEAST TO ATOMS IN A HEARTBEAT.

LIEBERGOTT! MANK!

YOU'RE THE MOST MANEUVERABLE. KURT-- AVENGE HIM!

GAZAI'S BLIND, MERCENARY--BUT HIS PSYCHIC SENSES ALLOW HIM TO SEE MORE CLEARLY THAN THE EAGLES!

FIRE WHERE HE DIRECTS YOU-- AND A PRICE WILL BE YOURS!

YOU GOT IT, BIG GUY!



AND AS NIGHTCRAWLER MATERIALIZES--

HU--!!

I STOLE YOUR POWER WHEN LAST WE CLASHED POLARIS-- BUT I SEE YOU'VE SOMEHOW REGAINED IT
IT'S ONLY FITTING, THEN, THAT THIS TIME--

RETREAT, X-MEN! MUCH AS I HATE TO ABANDON THE MANSION--

-- I REFUSE TO SACRIFICE ANY MORE OF YOUR LIVES!

-- THE BLAST THAT KILLS HIM IS ALREADY ON ITS WAY.

GHUUUUUU...

-- I DRAIN YOUR VERY LIFE-ENERGY ITSELF!



THEY'RE STILL IN RANGE.

SHOULD WE--?

LET THEM RUN. LET THEM WALLOW IN FEAR AND DESPERATION.

WITH THEIR HOME TAKEN FROM THEM-- THEIR FOES UNITED AGAINST THEM--

-- THERE IS NO PLACE FOR THEM TO HIDE.

WHAT YOU
SAID, LADY.

IT'S ALL SET.
LET'S MOVE.

"...AND THE BODY DIES."

WHA- BA- BRKOOOM!

ONE OF THE X-MEN'S ENEMIES,
STEVEN LANG, SAID IT ONCE. CYCLOPS,
MARVEL GIRL AND CHARLES XAVIER
"ARE THE HEART AND SOUL OF
THE X-MEN."

"CUT OUT
THE HEART--"

IT'S THAT
SIMPLE.

NEARBY...



HOW--

HOW DID
IT GO SO BAD--
SO SWIFTLY--?

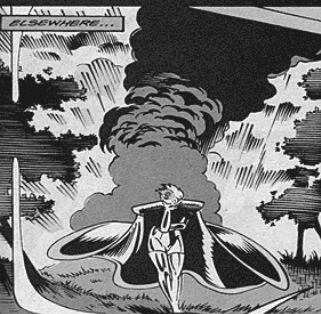


I'M SORRY,
PROFESSOR--

--I'M
SORRY.



ELSEWHERE...



THE X-MEN ARE
ROUTED--THE TEAM
BROKEN AS SURELY AS
THE REMAINDERS OF
THEIR HEADQUARTERS
ARE NOW
DEMOLISHED.

BUT THIS CHAOS
AND INTERCINE
WARFARE WILL NOT
STOP ~~HERE~~
THE VICTORIOUS
FORCES WILL FALL
TO FIGHTING AMONG
THEMSELVES--

--AND
THE MUTANTS OF
THE WORLD WILL
SURELY BE
DOOMED.

UNLESS--

--UNLESS A
LEADER EMERGES,
TO UNITE THE RACE
UNDER ONE BANNER.
TO ENSURE
MUTANT
SURVIVAL--

--BY WHATEVER
MEANS
NECESSARY.

YES.

THE TIME HAS COME--
FOR **MAGNETO**
TO TAKE A HAND!



PART TWO NEXT ISSUE:
**WHAT IF MAGNETO
TOOK OVER
THE UNITED STATES?**
WHATEVER YOU DO--DON'T MISS IT!

WHAT NOW?



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Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Craig:

I have to admit, until WHAT IF...? #38, I didn't think that your "TimeQuake" storyline was going to come together. Yet in one issue you got rid of the TimeKeepers (whom I thought were awful characters anyway), got your heroes together, and showed everyone that you can't keep a good time-traveling villain down. I should have guessed that Immortus wasn't gone forever after AVENGERS WEST COAST #62. Fooled me again. I hope you're proud of yourselves.

I do have a question for you. Why is an incredibly talented artist like Marshall Rogers not doing a regular title for Marvel? His work on the SILVER SURFER comic was outstanding, but then he went off to do G.I. JOE and I haven't heard anything from him since he left that title. So, where has he been keeping himself?

Kevin Hall
5437-F Bradley Pines Circle
Sandston, VA 23150

Glad you liked issue #38, Kevin. As for Marshall, he's been very busy doing work for various comic companies. We always look forward to those rare occasions when he has time to grace our pages with his peerless pencils!

Dear Marvel,

I would just like to say I've been enjoying the "TimeQuake" storyline, although I like multi-part stories based on one subject better. The Captain America, Spider-Man and Phoenix two-parters are the only two-part stories you've done so far and look how good they turned out! Here's some stories that would be interesting:

- 1.) What If...Wonder Man Married the Scarlet Witch?
- 2.) What If...Cable Never Led the New Mutants?
- 3.) What If...Adam Warlock Kept the Infinity Gauntlet?
- 4.) What If...Loki Didn't Die?

Also, I hate to point out such silly mistakes, but on the cover of WHAT IF...? #38 it should be "What If...Thor Was a Thrall of Seth?" and not "What If...Thor Was a Thrall of Seth!" What will your former English teachers think?

Aaron Belisle
3 Danielle Ct.
Suffern, NY 10901

We used the "I" instead of "T" to express excitement of course, Aaron! And if that's the only bad thing you can think of to say about issue #38, we guess we did a pretty good job! Hey, do you think he bought it...nah, we don't either.)

Dear What Now?!

I would like to say that when I went into a

comic shop to buy "TimeQuake," I decided to pick up some past WHAT IF...? issues to read. I got issues #28 and 29. I have one thing to say to ya—"Fantastic!" I am not much of a fan of Captain America, but it was so great! When I was reading issue #28 I didn't like it because I thought Red Skull was Cap and I thought, "This made a big mistake; he wouldn't do this in a million years!" And, as I found out in issue #29, he didn't.

Also, please try this: "What If...Spider-Man Was Bitten by a Different Insect?" (Please be serious.)

Well, until some bald idiot dresses up in a blue cape, make mine Marvel.

Morgan Elsen
37 Glendon Rd.
Wood Hole, MA 02543

Gee, we guess you weren't at our annual office Halloween party, huh, Morgan? Oh well, you'll be reading about it in the Bulletin Bulletins page in next issue! As for issues #28 and 29, thanks a lot! We always like to hear some praise heaped upon our past issues!

Dear What If? staff:

I have had an idea that has been buggin' me since the first time I picked up your book. First I'd like to say that the new over-all style of the book is great. WHAT IF...? featuring current events adds even more interest to your book. But, about this bug I've got: I've always thought the most powerful team in super hero history was the Defenders. Especially when it was comprised of Dr. Strange (Sorcerer Supreme), the Incredible Hulk (who got stronger as he got madder, making him potentially the most powerful character in any comic book), the Sub-Mariner (the Lord of the seven seas), and finally the Silver Surfer (the possessor of the Power Cosmic, not to mention that really cool surfboard.) Well, everyone knows they disbanded because of a curse put upon them—never to join forces again or else. What if the "or else" meant they would turn EVIL? Imagine the most powerful team of super heroes now turned into the most powerful team of super villains. Who could stop this awesome team? The Fantastic Four, the X-Men, the Avengers (both teams together, East and West Coasts), or would they be unstoppable? Would villains join them or fear them? Would the Earth be enough for them to control or would they need more? Would heroes and villains team up against this unmovable force?

I would love to see you unfold this plot into what I believe would be your best issue yet. Thanks for letting me get this out of my system. (Whew, I feel much better now.) Well, till the Silver Surfer starts using a skateboard, make mine Marvel!

Mandy Cardoso
(Address withheld by request)
Miami, FL

Okay, okay, Mandy, we get the message. We'll have to do a Defenders WHAT IF...? issue someday. And seeing as how the all-new SECRET DEFENDERS series is getting ready to burst through the doors of comics shops across the country, someday might be sooner than you think!

Dear Craig,

So far, you guys have done an excellent job on "TimeQuake." While the first three art jobs were good, the writing has been wonderful and consistent, and with issue #38, the art was nothing less than spectacular. Talk about service.

"What If...Thor Was a Thrall of Seth?" was a good story. Marshall Rogers and M.C. Wyman, two fine pencilers, turned out the best art job that WHAT IF...? has seen since before "What If...Phoenix Had Lived?" in issues #32-33. I haven't been too happy with all the issues, but this issue turned everything around. The inks by Sam DeLaRosa and Rodney Ramos were also well done, and beautiful art was the ultimate result. My highest regards to the art teams.

Roy Thomas and Jean-Marc L'Officier wrote a great script. This issue was a special treat since members of different realities all met: Thor, IronDroid, Dr. Doom and Wolverine. This tale is truly going to be monumental.

Keep up the great work, and I'll see you when we find out the shocking truth behind "TimeQuake." True Believer! (I'm getting to sound like Stan Lee, aren't I?)

Joey Marchese
PO Box 2165
Union, NJ 07083-2165

Well, that's a good aspiration to to say the least, Joey! We heartily approve. And, we hope you'll approve of the story we have coming your way in just thirty days...

NEXT ISSUE: The exciting conclusion! The Master of Magnetism unites Earth's mutant villains (and many of the mutant heroes) in the wake of the destruction of the X-Men. Storm, Wolverine and Cable are ready to stop him, but even they will be helpless to prevent the activation of the Sentinels as the mutant-bloodbath of "Days of Future Past" happens in the Marvel Universe of today! It's a devastating nationwide war that'll involve not only the mutants, but also the Avengers, the Fantastic Four and other heroes! Keep your eyes peeled for the end of the world as we know it when we present "What If...Magneto Took Over the U.S.A.?"

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